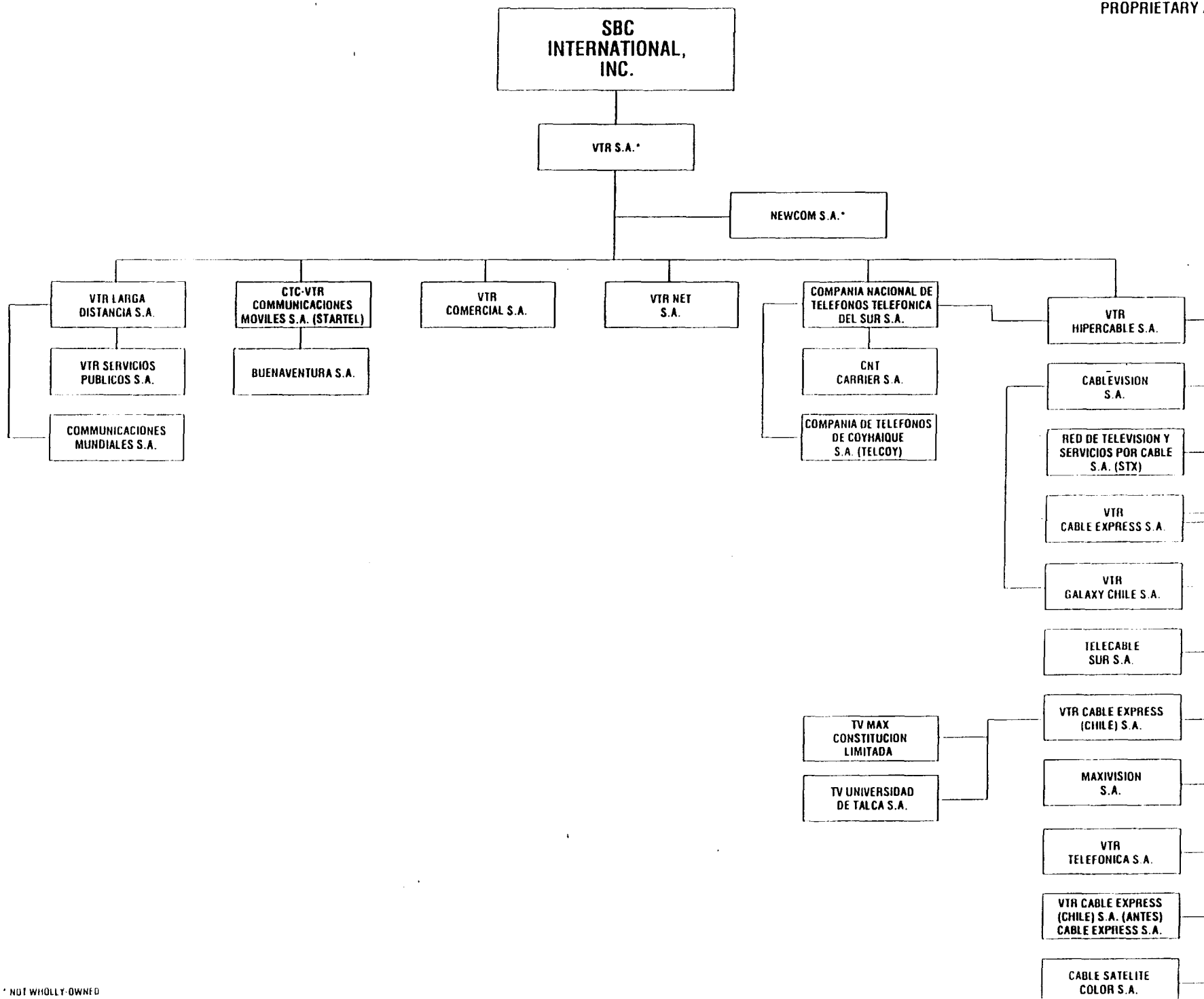
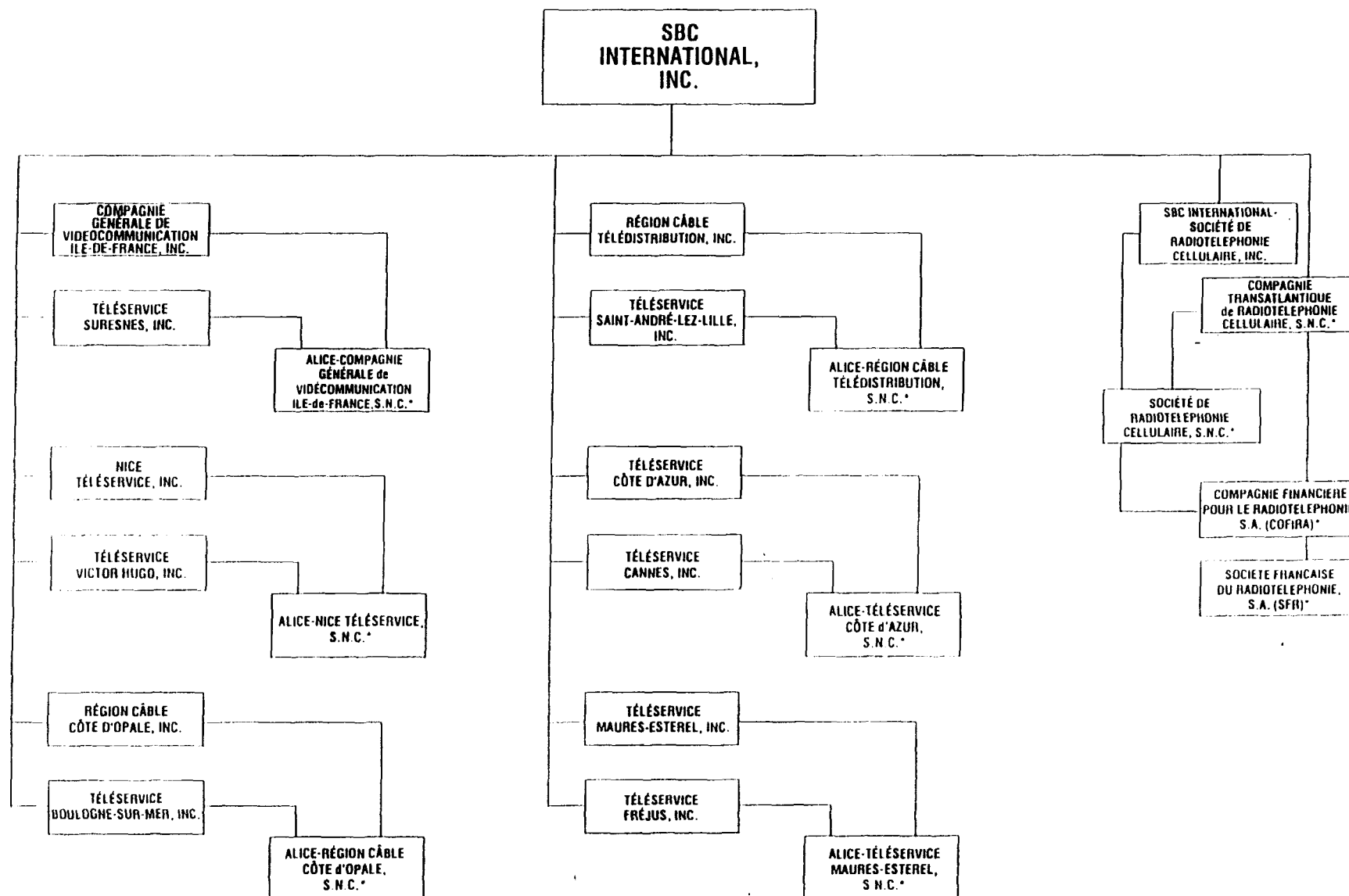


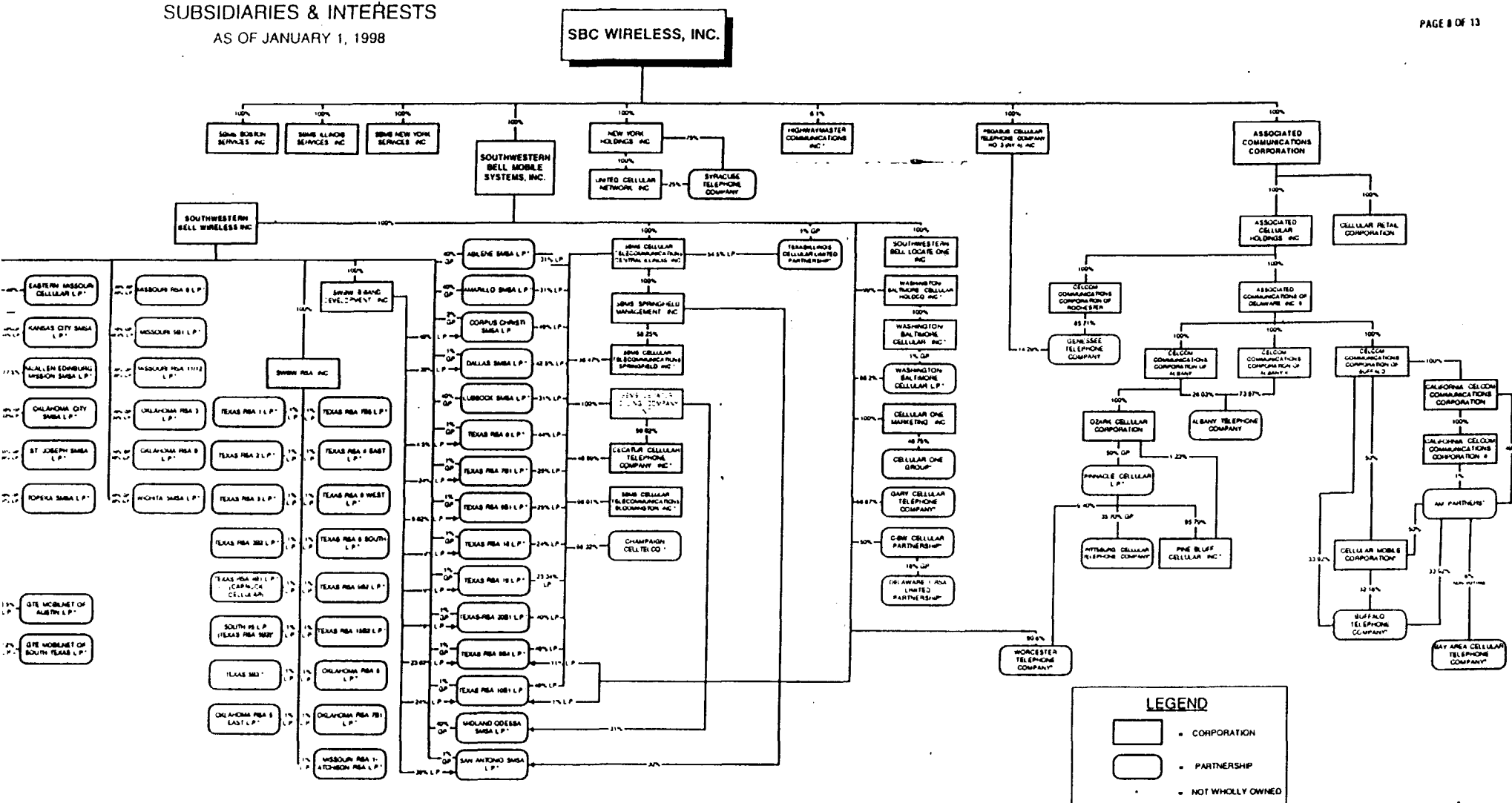
* NOT WHOLLY OWNED

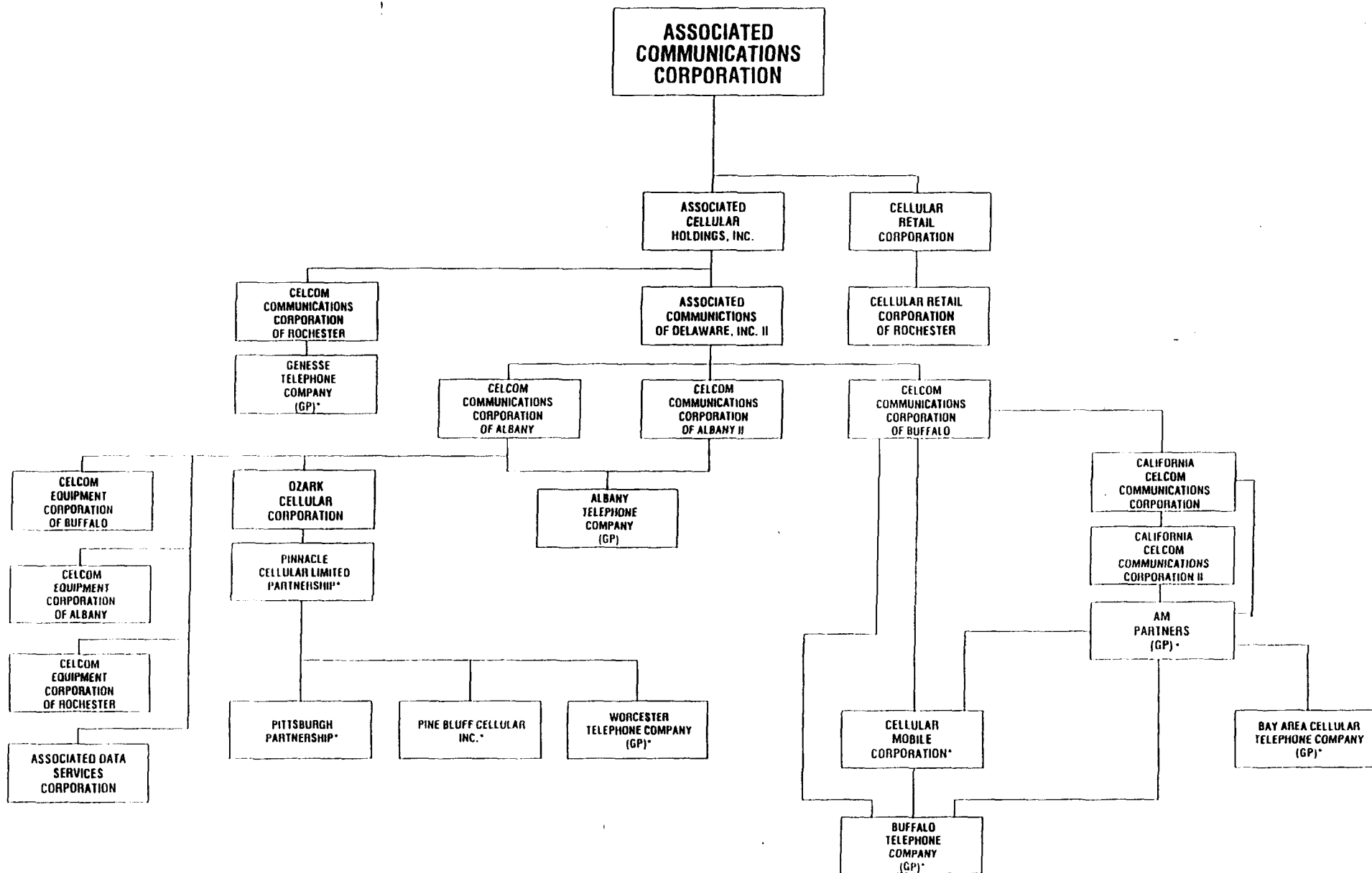


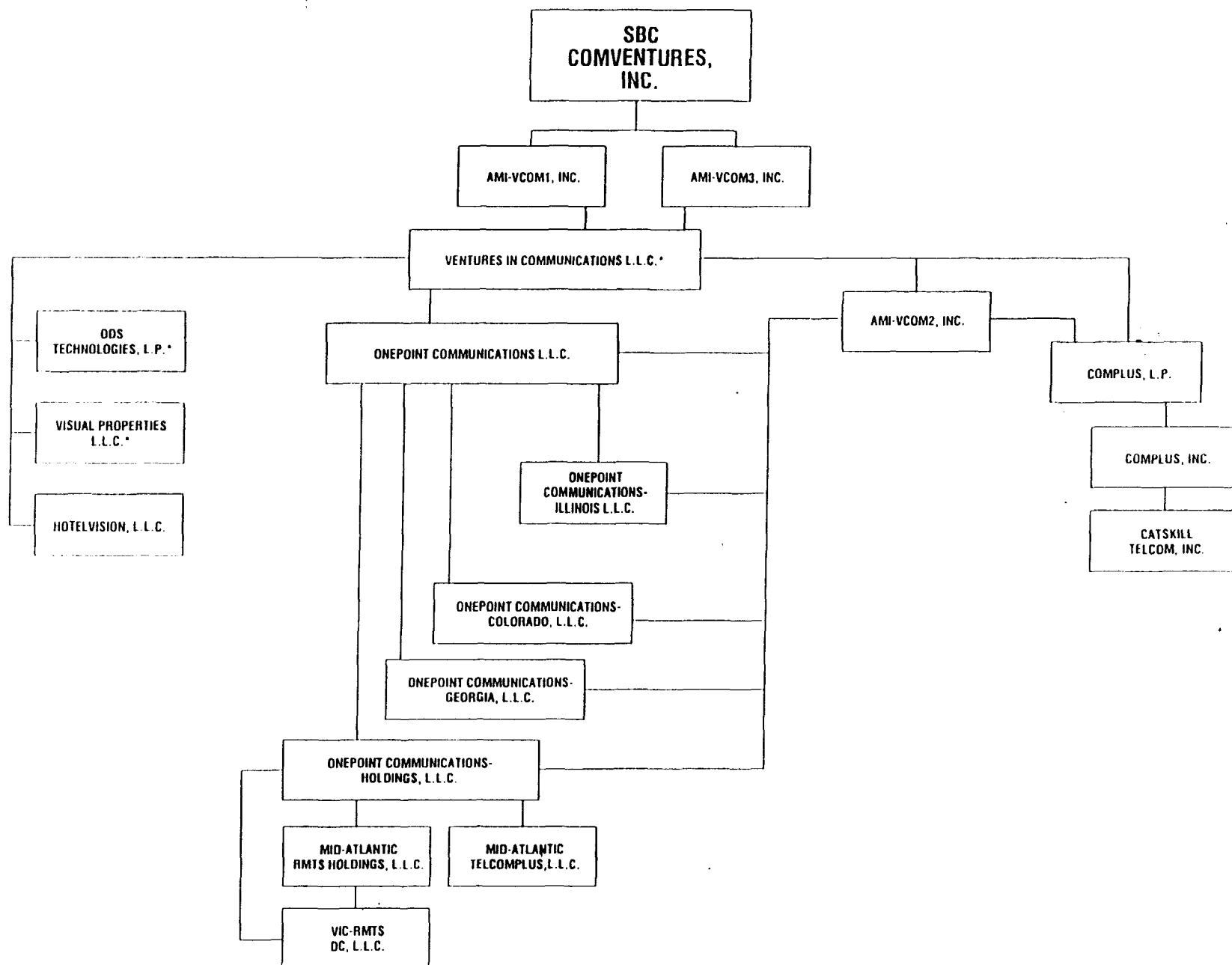


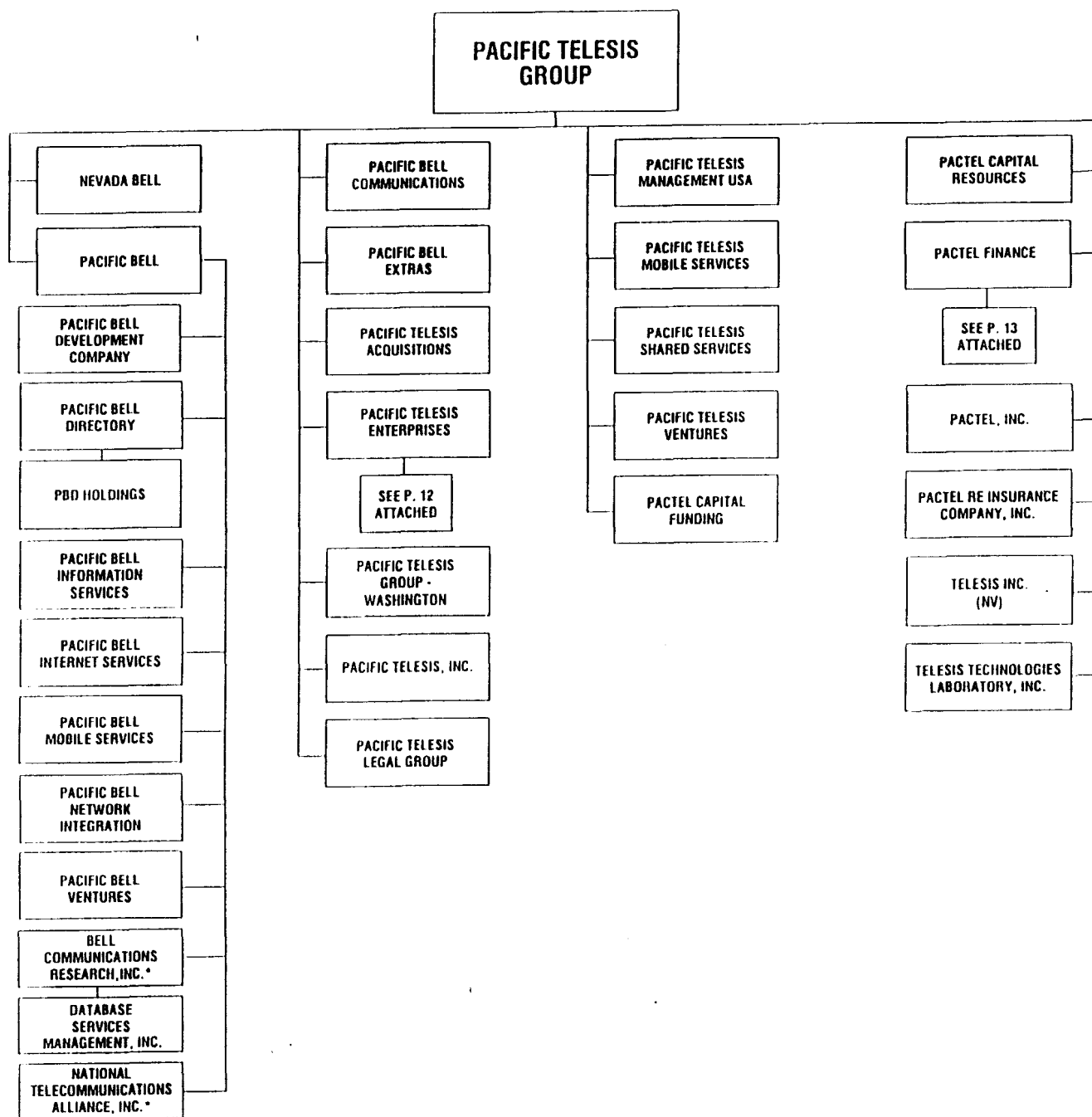
SBC WIRELESS, INC.

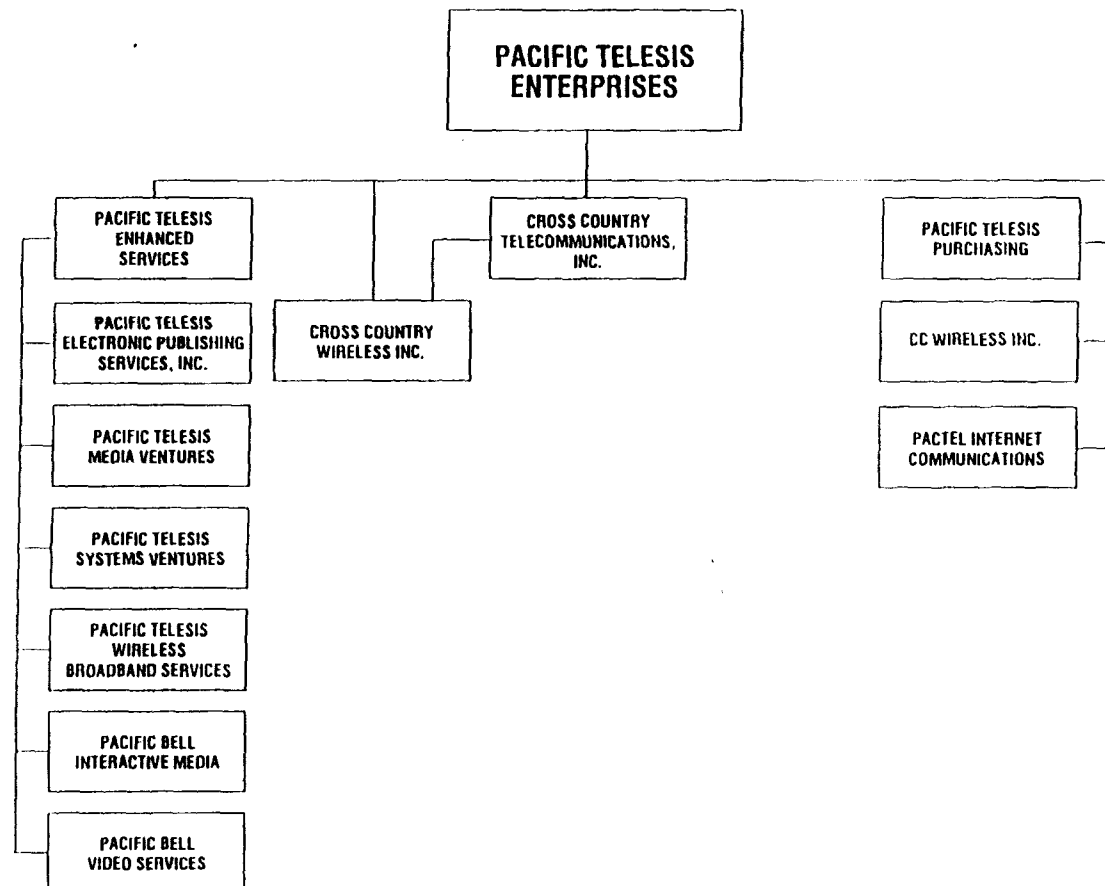
The information contained herein is for use by authorized employees and departments of SBC Communications Inc. and its subsidiaries and is not for public use or disclosure.

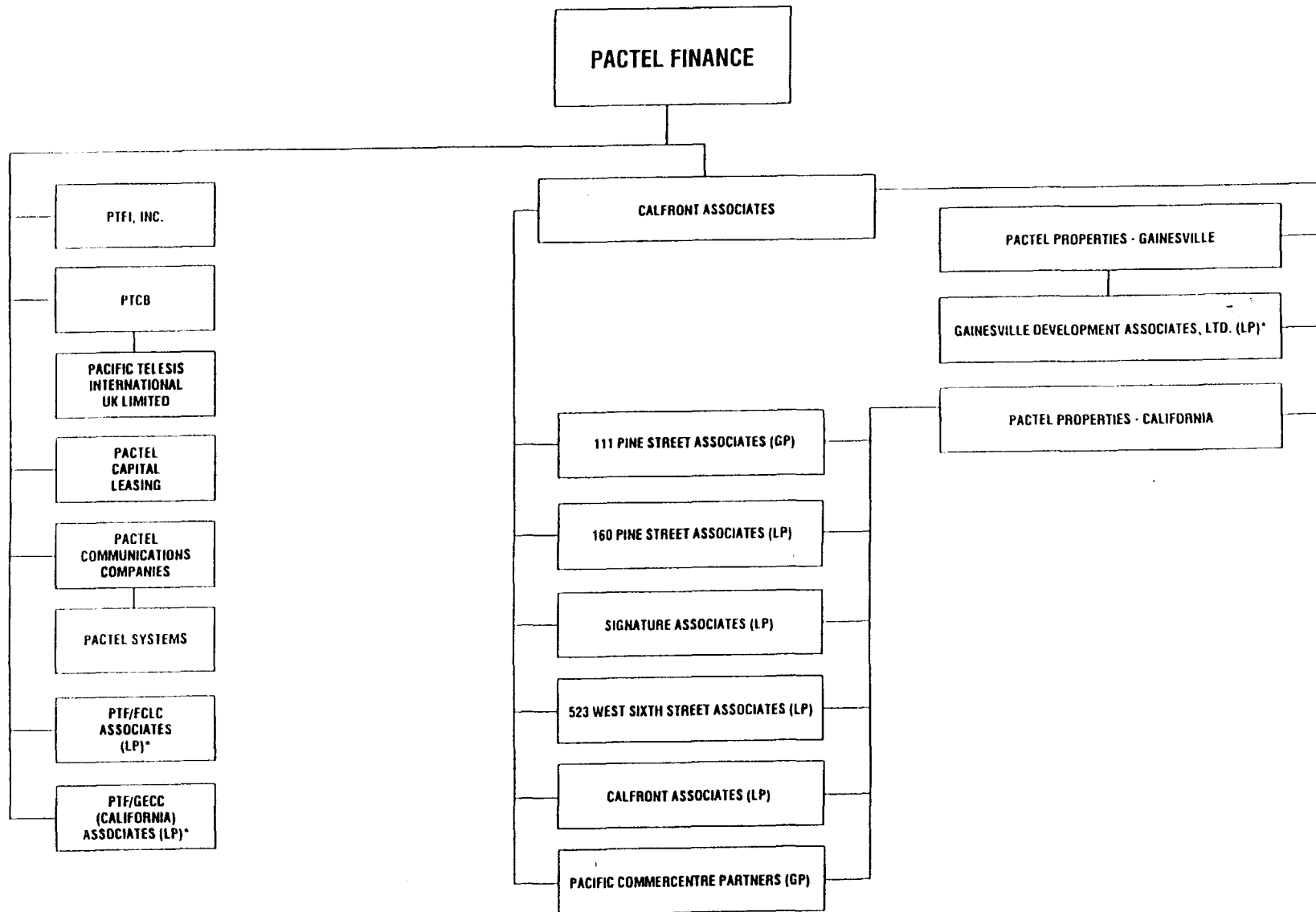












DOCKET FILE COPY ORIGINAL

PART 22

Form 490 for Springwrich Cellular

DOCKET FILE COPY ORIGINAL

~~COPY~~

cc 98-25

ARNOLD & PORTER

555 TWELFTH STREET, N.W.
WASHINGTON, D.C. 20004-1206

(202) 942-5000
FACSIMILE: (202) 942-5999

PHILIP W. HORTON
(202) 942-5787

NEW YORK
DENVER
LOS ANGELES
LONDON

February 20, 1998

Federal Communications Commission
Cellular Systems
P.O. Box 358135
Pittsburgh, PA 15251-5135

Re: Application of Southern New England
Telecommunications Corporation and
SBC Communications Inc. for Authority, Pursuant
to Part 22 of the Commission's Rules, to Transfer
Control of Licenses Controlled by Southern New
England Telecommunications Corporation

Dear Sir/Madam:

Enclosed for filing please find an original, four
paper copies, and microfiche copies (including
originals) of the application of SBC Communications Inc.
and Southern New England Telecommunications Corporation
for authority pursuant to Part 22 of the Commission's
Rules to transfer control of certain licenses under Part
22 held by Springwiche Cellular Limited Partnership (Call
Signs KNKA239 et al.). Also enclosed is a check payable
to the Federal Communications Commission in the amount
of \$2,520.00 for the prescribed filing fee.

Please direct questions or correspondence
concerning SBC Communications Inc.'s portion of this
application to:

Wayne Watts
General Attorney
SBC Communications Inc.
175 E. Houston
San Antonio, TX 78205
210-351-3476 (voice)
210-351-3488 (facsimile)

Please direct questions or correspondence
concerning the portion of this application dealing with
Southern New England Telecommunications Corporation (and
its subsidiaries) to:

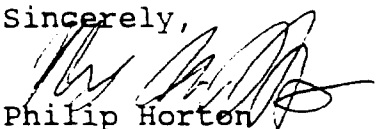
ARNOLD & PORTER

Federal Communications Commission
February 20, 1998
Page 2

Alfred J. Brunetti
Assistant General Counsel
Southern New England Telecommunications
Corporation
227 Church Street
New Haven, CT 06510
203-771-5507 (voice)
203-771-6577 (facsimile)

Thank you for your assistance.

Sincerely,


Philip Horton

Invoice# 021998 02/19/1998 Amount: 2520.00
Form 490 Transfer of Springfield Cellular 10 Licenses to
SBC

325436

COPY

FCC 490

FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB
3000-0019
Est. Avg. Burden Hours
Per Response: 3 Hrs.FCC Use Only
(File Number)Application for Assignment of Authorization
or Consent to Transfer of Control of LicenseeCommercial Mobile Radio Services
Rural Radiotelephone Service

FCC Use Only

FILING FEE

(a) Fee Type Code	(b) Fee Multiple	(c) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FCC Use Only
CMC	9	\$280.00	\$2,520.00	

ASSIGNOR OR TRANSFEROR

T1. Name of Assignor or Transferor SOUTHERN NEW ENGLAND TELECOMMUNICATIONS CORPORATION		T2. Voice Telephone Number (203) 771-5200	
T3. Assumed Name Used for Doing Business (if any) SNET		T4. Fax Telephone Number (203) 624-3549	
T5. Mailing Street Address or P.O. Box 227 CHURCH STREET			
T6. City NEW HAVEN		T7. State CT	T8. Zip Code 06510
T9. Name of Contact Representative (if other than Assignor or Transferor) WENDY BLUEMLING		T10. Voice Telephone Number (203) 771-8514	
T11. Firm or Company Name SOUTHERN NEW ENGLAND TELECOMMUNICATIONS CORPORATION		T12. Fax Telephone Number (203) 624-3549	
T13. Mailing Street Address or P.O. Box 227 CHURCH STREET			
T14. City NEW HAVEN		T15. State CT	T16. Zip Code 06510

TYPE OF TRANSACTION

T17. This application requests (T) <u>Assignment of authorization</u> <u>Consent to Transfer of Control of Licensee</u>
T18. How will assignment or transfer of control be accomplished? (S) <u>Sale</u> or other transfer or assignment of stock <u>Other</u>
T19. This assignment of authorization or transfer of control of licensee is (V) <u>Voluntary</u> <u>Involuntary</u>
T20. Will this be a <u>pro forma</u> assignment or transfer of control? (N) <u>Yes</u> <u>No</u>
T21. Is local or state authorization required for this assignment or transfer of control? (*) <u>Yes</u> <u>No</u>

*THE NECESSARY APPROVALS ARE BEING SOUGHT AND WILL BE PROVIDED TO THE COMMISSION UPON REQUEST.

AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED

[illegible]

ASSIGNMENT OF STOCK

Stock	Number of Shares	Classification
Shares to be transferred	T27. SEE EXHIBIT 2	T28.
Shares issued and outstanding	T29.	T30.
Shares authorized	T31.	T32.

ASSIGNEE OR TRANSFEREE

T33. Name of Assignee or Transferee SBC COMMUNICATIONS INC.		T34. Voice Telephone Number (210) 351-3476 (WAYNE WATTS)	
T35. Assumed Name Used for Doing Business (if any)		T36. Fax Telephone Number (210) 351-3488	
T37. Mailing Street Address or P.O. Box 175 EAST HOUSTON			
T38. City SAN ANTONIO		T39. State TX	T40. Zip Code 78205

NEW LICENSEE INFORMATION

T41. Legal Name of Licensee SPRINGWICH CELLULAR LIMITED PARTNERSHIP		T42. Voice Telephone Number (203) 771-8514	
T43. Assumed Name Used for Doing Business (if any)		T44. Fax Telephone Number (203) 624-3549	
T45. Mailing Street Address or P.O. Box 500 ENTERPRISE DRIVE			
T46. City ROCKY HILL		T47. State CT	T48. Zip Code 06067
T49. Taxpayer Identification Number 06-1292604		T50. Internet or e-mail address wendy.bluemling@snet.com	

ALIEN OWNERSHIP

T51. Is the assignee or transferee a foreign government or the representative of any foreign government?	(N) Yes No
T52. Is the assignee or transferee an alien or the representative of an alien?	(N) Yes No
T53. Is the assignee or transferee a corporation organized under the laws of any foreign government?	(N) Yes No
T54. Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(Y) Yes No (SEE EXHIBIT 3)
T55. Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	(N) Yes No

* If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.

BASIC QUALIFICATIONS

T56. Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	(N) <u>Yes</u> <u>No</u>
T57. Has the assignor or transferor, assignee or transferee, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	(N) <u>Yes</u> <u>No</u>
T58. Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	(N) <u>Yes</u> <u>No</u>
T59. Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	(N) <u>Yes</u> <u>No</u>

ASSIGNOR OR TRANSFEROR CERTIFICATION

The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; that neither the assignor or transferor is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.

T60. Typed Name of Person Signing <div style="text-align: center;">MADELYN M. DeMATTEO</div>	T61. Title <div style="text-align: center;">SENIOR VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY</div>
T62. Signature 	T63. Date <div style="text-align: center;">19 February 1998</div>

ASSIGNEE OR TRANSFeree CERTIFICATION

The ASSIGNEE or TRANSFeree waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assignor or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against, the assignor or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

T64. The assignee or transferee is a (an) (C) <u>Individual</u> <u>Unincorporated Association</u> <u>Partnership</u> <u>Corporation</u>	
T65. Typed Name of Person Signing <div style="text-align: center;">James S. Kahan</div>	T66. Title Senior Vice President -- <div style="text-align: center;">Corporate Development</div>
T67. Signature 	T68. Date <div style="text-align: center;">February 18, 1998</div>

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

1

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Part 22**Springwich Cellular Limited Partnership**

T22. Call Sign	T23. Radio Service	T24. Date of Grant	T25. How Obtained	T26. Name of Licensee (as appearing in FCC Records)
KNKA239	CL	12/21/84	UA	Springwich Cellular Limited Partnership
KNKA256	CL	3/6/85	UA	Springwich Cellular Limited Partnership
KNKA241	CL	2/28/85	UA	Springwich Cellular Limited Partnership
KNKA418	CL	5/14/87	UA	Springwich Cellular Limited Partnership
KNKA252	CL	5/11/88	VA	Springwich Cellular Limited Partnership
KNKN769	CL	11/7/91	UA	Springwich Cellular Limited Partnership
KNKN589	CL	5/15/91	VA	Springwich Cellular Limited Partnership
KNKN759	CL	11/26/90	VA	Springwich Cellular Limited Partnership
KNKA666	CL	3/30/95	VT	Springwich Cellular Limited Partnership

Exhibit No. 2 duplicates the Exhibit No. 2 to the Form 490 applying for the Commission's consent to transfer control of the licenses held by SNET Cellular, Inc. (call signs KNKN849, et al.) from Southern New England Telecommunications Corporation to SBC Communications Inc. ("Cellular 490"). The two Forms 490 have been filed concurrently. Accordingly, Exhibit No. 2 of the Telco 490 is incorporated herein by reference.

Response to Item T54.

SBC is a holding company and does not directly hold any FCC licenses. SBC directly and indirectly holds interests in multiple subsidiaries that are FCC licensees. One of SBC's Directors is a citizen of Mexico. Since SBC is not a licensee nor is it applying for an FCC license, the fact that one member of its 14-member Board of Directors is a Mexican national is permissible under section 310(b)(4) of the Communications Act.¹

¹ 47 U.S.C. § 310(b)(4) (West, WESTLAW through Pub. L. No. 105-41).

A current Form 430 for the Transferee, SBC Communications Inc., has been filed as an attachment to the Form 490 applying for the Commission's consent to transfer control of the licenses held by SNET Cellular, Inc. (call signs KNKN849, et al.) from Southern New England Telecommunications Corporation to SBC Communications Inc. That Form 490 was filed concurrently with this one.